

EXHIBIT 3

From: [Battaglia, Michael \(ATR\)](#)
To: [Wald, Kate](#); [Sunshine, Jared](#)
Cc: [Duffy, Edward \(ATR\)](#); [Briggs, John \(ATR\)](#); [Sepulveda, Brendan \(ATR\)](#); [Wald, Kate](#); [Finch, Andrew C](#); [St. Matthew-Daniel, Eytayo](#); [Cohen, Jay](#); [Dearborn, Meredith](#); [Nagley, Jared](#); [Markel, Arianna \(ATR\)](#); [Pearl, Stephanie \(ATR\)](#); [Riblet, Sarah \(ATR\)](#); [Boury, Jean \(ATR\)](#); [Torres Paez, Estefania \(OAG\)](#); [william.matlack@mass.gov](#); [Will Margrave](#); [Kogan, Olga](#); [daniel.leff@mass.gov](#); [Feder, Morgan](#); [Hoffmann, Elinor](#); [Komal.Patel@doj.ca.gov](#); [swalker@oag.state.md.us](#); [Bryan.Sanchez@law.njoag.gov](#); [jsutton2@ncdoj.gov](#)
Subject: RE: United States et al. v. JetBlue Airways Corp. et al., No. 1:23-cv-10511 - Spirit's Investigation Privilege Logs
Date: Tuesday, May 23, 2023 12:59:41 PM

Dear Kate,

I write in response to your May 21 letter regarding Spirit's investigation privilege logs. As a preliminary matter, staff's decision to use limited investigation resources to pursue tasks other than challenging Spirit's investigation logs in court during the investigation does not preclude Plaintiffs from now challenging Spirit's claims of privilege over relevant material in this litigation nor does it constitute undue delay.

Spirit's lack of specificity with respect to purported pre-litigation agreements between itself and the Antitrust Division, as well as the absence of any case law, does little to clarify Spirit's positions with respect to the issues raised by Plaintiffs in my May 16 letter. But, to avoid a protracted back-and-forth, Plaintiffs offer the following: that Spirit submit a revised log reflecting factually accurate details for attachments involving communications with Campbell-Hill, FGS Global, and Okapi. This request significantly narrows the documents identified in my May 16 letter from over 17,000 to 1,032. **Plaintiffs ask that Spirit provide these revised entries by May 30.**

Separately, with respect to Campbell-Hill, FGS Global, and Okapi, Spirit's letter offers no justification for its continued withholding of materials involving these third parties other than vague references to pre-litigation correspondence with the Division. If those letters offer explanations consistent with the test set forth in *Dahl v. Bain Capital Partners, LLC*, 714 F. Supp. 2d 225, 227-28 (D. Mass. 2010), please point us to specific excerpts. If Spirit is relying on other caselaw to support its assertions of privilege for these third-party materials, please direct us to those cases. Relatedly, your letter makes no attempt to explain the role(s) played by Campbell-Hill prior to it providing services for Spirit in connection with M&A activity in 2022. Plaintiffs ask again that Spirit please provide details regarding Spirit's pre-2022 relationship with Campbell-Hill. **Plaintiffs ask that Spirit provide the information requested in this paragraph by May 26.**

Regards,
Michael Battaglia

Michael D. Battaglia

U.S. Department of Justice | Antitrust Division
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From: Sunshine, Jared <jsunshine@paulweiss.com>

Sent: Sunday, May 21, 2023 3:49 PM

To: Battaglia, Michael (ATR) <Michael.Battaglia@usdoj.gov>

Cc: Duffy, Edward (ATR) <Edward.Duffy@usdoj.gov>; Briggs, John (ATR) <John.Briggs@usdoj.gov>; Sepulveda, Brendan (ATR) <Brendan.Sepulveda@usdoj.gov>; Wald, Kate <kwald@paulweiss.com>; Finch, Andrew C <afinch@paulweiss.com>; St. Matthew-Daniel, Eyitayo <TStMatthewDaniel@paulweiss.com>; Cohen, Jay <jaycohen@paulweiss.com>; Dearborn, Meredith <mdearborn@paulweiss.com>; Nagley, Jared <jnagley@paulweiss.com>; Markel, Arianna (ATR) <Arianna.Markel@usdoj.gov>; Pearl, Stephanie (ATR) <Stephanie.Pearl@usdoj.gov>; Riblet, Sarah (ATR) <Sarah.Riblet@usdoj.gov>; Boury, Jean (ATR) <Eugenie.Boury@usdoj.gov>; Torres Paez, Estefania (OAG) <estefania.torrespaez@dc.gov>; william.matlack@mass.gov; Will Margrave <Will.Margrave@dc.gov>; Kogan, Olga <Olga.Kogan@ag.ny.gov>; daniel.leff@mass.gov; Feder, Morgan <Morgan.Feder@ag.ny.gov>; Hoffmann, Elinor <Elinor.Hoffmann@ag.ny.gov>; Komal.Patel@doj.ca.gov; swalker@oag.state.md.us; Bryan.Sanchez@law.njoag.gov; jsutton2@ncdoj.gov

Subject: [EXTERNAL] RE: United States et al. v. JetBlue Airways Corp. et al., No. 1:23-cv-10511 - Spirit's Investigation Privilege Logs

Counsel:

Please see attached correspondence from Kate Wald in reference to the below.

Best,

Jared S. Sunshine | Practice Management Counsel

Paul, Weiss, Rifkind, Wharton & Garrison LLP

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From: Battaglia, Michael (ATR) <Michael.Battaglia@usdoj.gov>

Sent: Tuesday, May 16, 2023 5:57 PM

To: Wald, Kate <kwald@paulweiss.com>; Finch, Andrew C <afinch@paulweiss.com>; St. Matthew-Daniel, Eyitayo <TStMatthewDaniel@paulweiss.com>; Cohen, Jay <jaycohen@paulweiss.com>; Dearborn, Meredith <mdearborn@paulweiss.com>; Nagley, Jared <jnagley@paulweiss.com>; Sunshine, Jared <jsunshine@paulweiss.com>

Cc: Duffy, Edward (ATR) <Edward.Duffy@usdoj.gov>; Briggs, John (ATR) <John.Briggs@usdoj.gov>; Sepulveda, Brendan (ATR) <Brendan.Sepulveda@usdoj.gov>; Markel, Arianna (ATR) <Arianna.Markel@usdoj.gov>; Pearl, Stephanie (ATR) <Stephanie.Pearl@usdoj.gov>; Riblet, Sarah (ATR) <Sarah.Riblet@usdoj.gov>; Boury, Jean (ATR) <Eugenie.Boury@usdoj.gov>; Torres Paez, Estefania (OAG) <estefania.torrespaez@dc.gov>; william.matlack@mass.gov; Will Margrave <Will.Margrave@dc.gov>; Kogan, Olga <Olga.Kogan@ag.ny.gov>; daniel.leff@mass.gov; Feder, Morgan <Morgan.Feder@ag.ny.gov>; Hoffmann, Elinor <Elinor.Hoffmann@ag.ny.gov>; Komal.Patel@doj.ca.gov; swalker@oag.state.md.us; Bryan.Sanchez@law.njoag.gov; jsutton2@ncdoj.gov

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Counsel,

Please see the attached letter.

Regards,
Michael Battaglia

Michael D. Battaglia

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